

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>  Debtors. <sup>1</sup>	PROMESA Title III  Case No. 17 BK 3283-LTS  (Jointly Administered)
In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  PUERTO RICO ELECTRIC POWER AUTHORITY,  Debtor.	PROMESA Title III  Case No. 17 BK 4780-LTS  <b>Court Filing Relates Only to PREPA and Shall Only be Filed in Case No. 17 BK 4780-LTS</b>

**JOINT STIPULATION TO AUTHENTICITY, ADMISSIBILITY AND CONFIDENTIAL  
TREATMENT OF EXHIBITS FOR THE FEBRUARY 15, 2018 HEARING**

To the Honorable United States District Court Judge Laura Taylor Swain:

WHEREAS, (i) Puerto Rico Electric Power Authority (“PREPA”), the Commonwealth of Puerto Rico (the “Commonwealth”), the Financial Oversight and Management Board for Puerto

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<sup>1</sup> The Debtors in the jointly-administered Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (“Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rico (the “Oversight Board”), and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) (collectively, “Movants”) and (ii) The Ad Hoc Group of PREPA Bondholders, National Public Finance Guarantee Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., Syncora Guarantee Inc., Ambac Assurance Corporation, Knighthead Capital Management, LLC, and U.S. Bank National Association, solely in its capacity as successor trustee under the Trust Agreement between U.S. Bank and PREPA, dated as of January 1, 1974, the Ad Hoc Group of General Obligation Bondholders, and Ambac Assurance Corporation (collectively, “Objecting Parties” and with the Movants, the “Parties”), enter in this stipulation (the “Joint Stipulation”) regarding the authenticity, admissibility and confidential treatment of the exhibits submitted by Movants and Objecting Parties for purposes of the evidentiary hearing on February 15, 2018 (“Hearing”) on *Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and The Puerto Rico Fiscal Agency And Financial Advisory Authority for Entry Of Interim and Final Orders (a) Authorizing Postpetition Secured Financing, (b) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (c) Modifying the Automatic Stay, (d) Scheduling a Final Hearing, and (e) Granting Related Relief*, filed on January 27, 2018 (Case No. 17 BK 3283-LTS, ECF No. 2298; Case No. 17 BK 4780-LTS, ECF No. 549) (the “Motion”);

WHEREAS, the Movants and Objecting Parties enter this Joint Stipulation in an effort to streamline the presentation of argument and evidence at the Hearing;

NOW THEREFORE, IT IS HEREBY STIPULATED, as follows:

1. The Parties stipulate to the authenticity of the exhibits listed on Exhibits A and B, attached hereto, as specifically set forth in the charts.
2. The Parties stipulate to the admissibility of the exhibits listed on Exhibits A and B, attached hereto, as specifically set forth in the charts.

3. The Parties stipulate to waive confidential treatment of the exhibits listed on Exhibits A and B, attached hereto, as specifically set forth in the charts.

4. This Joint Stipulation is agreed to and submitted solely for the purposes of this Motion and Hearing and shall have not be filed or relied upon by any party in any other proceeding, whether in these Title III proceedings or otherwise.

**IT IS HEREBY STIPULATED:**

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SO ORDERED.

Dated: February 15, 2018

/s/ Laura Taylor Swain

LAURA TAYLOR SWAIN

United States District Judge

**EXHIBIT A**

<b>Ex.</b>	<b>Movants' Exhibits – Description</b>	<b>Date</b>	<b>Stipulation to Authenticity and Admissibility?</b>	<b>Confidential Treatment Requested?</b>
1	Declaration of Todd W. Filsinger (Dkt. 549-3)P2	1/27/2018	Yes	No
2	Declaration of Gerardo Portela Franco (Dkt. 620-3)	2/3/2018	Yes, except for paragraph 11.	No
3	Declaration of Dustin Mondell (Dkt. 549-4)	1/27/2018	Yes	No
4	Removed	N/A	N/A	N/A
5	Removed	N/A	N/A	N/A
6	Initial 13-Week Budget – Exhibit “A” to Declaration of Todd W. Filsinger (Dkt. 549-5)	1/27/2018	Yes	No
7	FEMA letter to AAFAF (Dkt. 549-6)	1/9/2018	Yes	No
8	Supplemental Declaration of Dustin Mondell (Dkt. 620-1)	2/3/2018	Yes	No
9	Indicative Terms Overview – Exhibit “A” to Supplemental Declaration of Dustin Mondell (Dkt. 620-1)	2/3/2018	Yes	No
10	Credit Agreement (Dkt. 640-2)	2/6/2018	Yes	No
11	Supplemental Declaration of Todd Filsinger (Dkt. 620-4)	2/3/2018	Yes	No
12	Updated 13-Week Budget – Exhibit “A” to Supplemental Declaration of Todd Filsinger (Dkt. 620-4)	2/3/2018	Yes	No
13	Insurer letter to PREPA – Exhibit “B” to Supplemental Declaration of Todd Filsinger (Dkt. 620-4)	1/23/2018	Yes	No
14	Updated 13-Week Budget (Dkt. 640-3)	2/6/2018	Yes	No
15	Second Supplemental Declaration of Todd Filsinger (Dkt. 688)	2/12/18	Yes	No

Ex.	Movants' Exhibits – Description	Date	Stipulation to Authenticity and Admissibility?	Confidential Treatment Requested?
16	Revised Updated Budget – Exhibit “A” to Second Supplemental Declaration of Todd Filsinger (Dkt. 688)	2/12/18	Yes	No
17	Trust Agreement between U.S. Bank and PREPA, dated January 1, 1974, inclusive of all amendments thereto – Exhibit “B” to Second Supplemental Declaration of Todd Filsinger (Dkt. 688)	2/12/18	Yes	No
18	AAFAF letter to Secretary of Dept. of Treasury of the Commonwealth (Portela Deposition Exhibit 2)	12/18/17	Yes	No
19	Compendium of AAFAF letters to public corporations (Portela Deposition Exhibit 3)	12/21/17	Yes	No
20	Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing, (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief (Filsinger Deposition Exhibit 1)	1/27/18	Yes	No
21	Accounts Receivable (Filsinger Deposition Exhibit 3)	12/17	Yes	No
22	Aging (Filsinger Deposition Exhibit 4)		Yes	No
23	Autoridad De Energia Eléctrica (Filsinger Deposition Exhibit 5)		Yes	No
24	Gobierno de Puerto Rico Area de Tesoro (Filsinger Deposition Exhibit 6)	1/29/18	Yes	No
25	Memorandum of Understanding Between the Puerto Rico Electric Power authority and the Puerto Rico Treasury Department and the Office of Management and Budget (Filsinger Deposition Exhibit 7)	1/25/18	Yes	No
26	Puerto Rico Electric Power Authority Revenue and Collection (Filsinger Deposition Exhibit 8)		Yes	No



Ex.	Movants' Exhibits – Description	Date	Stipulation to Authenticity and Admissibility?	Confidential Treatment Requested?
27	Puerto Rico Electric Power Authority Amended & Restated Fiscal Plan (Filsinger Deposition Exhibit 9)	1/24/18	Yes	No
28	Puerto Rico Electric Power Authority Monthly Liquidity Model (Filsinger Deposition Exhibit 10)		Yes	No
29	Puerto Rico Electric Power Authority Debtor-In-Possession Loan Summary of Terms and Conditions (Mondell Deposition Exhibit 1)	9/26/17	Yes	No
30	PREPA DIP Financing Contact Log (Mondell Deposition Exhibit 2)	1/29/18	Yes	No
31	DIP Financing Presentation Company Overview and Requirements (Mondell Deposition Exhibit 5)	1/25/18	Yes	No
32	Joint Resolution 16-2018 (Mondell Deposition Exhibit 10)	1/26/18	Yes	No
33	Puerto Rico Financial Emergency and Fiscal Responsibility Act (Portela Deposition Exhibit 6)	12/29/17	Yes	No
34	Email from M. Polanco (Portela Deposition Exhibit 7)	12/11/17	Yes	No
35	Email from G. Portela (Portela Deposition Exhibit 8)	12/22/17	Yes	No
36	Bankruptcy Rule 4001 Concise Statement (Portela Deposition Exhibit 9)	2/3/18	Yes	No
37	Puerto Rico Electric Power Authority Fiscal Plan (Portela Deposition Exhibit 12)	4/28/17	Yes	No
38	Supplemental Objection of Ad Hoc Group of PREPA Bondholders to Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (A) Authorizing Postpetition Secured Financing, (B) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief (Case No. 17-04780, Dkt. No. 650)	2/9/18	Yes	No
39	August 2017 Monthly Operation Report (PREPA-AHBHG0000945-972)	8/17	Yes	No

Ex.	Movants' Exhibits – Description	Date	Stipulation to Authenticity and Admissibility?	Confidential Treatment Requested?
40	PREPA Trust Agreement, dated as of January 1, 1974, as amended and supplemental through August 1, 2011 (Case No. 17-04780, Dkt. Nos. 74-8, 74-9, and 74-10)	as of 8/1/11	Yes	No
41	Sixteenth through Nineteenth Supplemental PREPA Trust Agreement (Case No. 17-03283, Dkt. No. 2473)	8/1/14 7/1/15 3/1/16 4/1/17	Yes	No
42	The Ad Hoc Group of PREPA Bondholders' Corrected Informative Motion and Notice of Competing Non-Priming Postpetition Financing Proposal	2/14/18	Yes	No
43	Debtor-In-Possession Loan Summary of Terms and Conditions draft	9/26/2017	Yes	No

**EXHIBIT B**

<b>Ex.</b>	<b>Objecting Parties' Exhibits – Description</b>	<b>Date</b>	<b>Stipulation to Authenticity and Admissibility?</b>	<b>Confidential Treatment Requested?</b>
A	Trial Declaration of Stephen J. Spencer (Dkt. 694)	2/13/18	Yes	No
B	Accounts Receivable and CILT Report (Filsinger Deposition Exhibit 2)	11/15/14	Yes	No
C	Accounts Receivable, December 2017 (Filsinger Deposition Exhibit 3, Mondell Deposition Exhibit 11)	12/2017	Yes	No
D	Aging – RCV0004 Active – RVCM (Filsinger Deposition Exhibit 4, Spencer Deposition Exhibit 4)	Unknown	Yes	No
E	Balances de 0 a 120 Dias o mas (Filsinger Deposition Exhibit 5)	Unknown	Yes	No
F	Gobierno de Puerto Rico Area de Tesoro (Filsinger Deposition Exhibit 6)	1/29/18	Yes	No
G	Memorandum of Understanding (Filsinger Deposition Exhibit 7)	1/25/18	Yes	No
H	Revenue and Collections (Filsinger Deposition Exhibit 8)	Unknown	Yes	No
I	Revised PREPA Fiscal Plan (Filsinger Deposition Exhibit 9)	1/24/18	Yes	No
J	Monthly Liquidity Model (Filsinger Deposition Exhibit 10)	Unknown	Yes	No
K	Collection Letters (Portela Deposition Exhibit 3, Mondell Deposition Exhibit 7)	12/21/17	Yes	No
L	Act No. 22-2016 (Portela Deposition Exhibit 4)	4/7/16	Yes	No
M	Accounts Payable Report (Portela Deposition Exhibit 5)	1/2/18	Yes	No
N	Act 5-2017 (Portela Deposition Exhibit 6)	1/29/17	Yes	No
O	E-mail re PR Terms for Public Corporations (Portela Deposition Exhibit 7)	12/11/017	Yes	No
P	E-mail re: CDL Program (Portela Deposition Exhibit 8)	12/22/17	Yes	No

Ex.	Objecting Parties' Exhibits – Description	Date	Stipulation to Authenticity and Admissibility?	Confidential Treatment Requested?
Q	Bankruptcy Rule 4001 Concise Statement – Exhibit “B” to Supplemental Declaration of Dustin Mondell (Dkt. 620-2) (Portela Deposition Exhibit 9)	2/3/18	Yes	No
R	Certified Translation of Joint Resolution 196 (Portela Deposition Exhibit 10, Mondell Deposition Exhibit 10)	1/26/18	Yes	No
S	TSA FY 2018 Cash Flow (Portela Deposition Exhibit 11, Mondell Deposition Exhibit 9)	1/26/18	Yes	No
T	TSA FY 2018 Cash Flow	2/2/18	Yes	No
U	PREPA Fiscal Plan (Portela Deposition Exhibit 12)	4/28/17	Yes	No
V	Draft DIP Loan Terms (Mondell Deposition Exhibit 1, Spencer Deposition Exhibit 9)	9/26/17	Yes	No
W	PREPA DIP Financing Contact Log (Mondell Deposition Exhibit 2)	1/29/18	Yes	No
X	Rothschild PREPA DIP Letters (Mondell Deposition Exhibit 3)	1/25/18-1/29/18	Yes	No
Y	E-mail to Stephen Spencer (Mondell Deposition Exhibit 4)	2/7/18	Yes	No
Z	DIP Financing Presentation (Mondell Deposition Exhibit 5)	1/25/18	Yes	No
AA	Letter from Carval to Mr. Mondell (Mondell Deposition Exhibit 12)	2/2/18	Yes	No
BB	Act No. 3-2018 (Spencer Declaration Exhibit 5)	1/17/18	Yes	No
CC	PRASA Revised Fiscal Plan	1/24/18	Yes	No
DD	PREPA Monthly Liquidity Model (PREPA- AHBHG0011873)	2/13/18	Yes	No
EE	Oversight Board Resolution #5 on PREPA Fiscal Plan	4/28/17	Yes	No
FF	Letter re: PREPA's Proposed Fiscal Plan	2/5/2018	Yes	No
GG	Accounts Receivable (PREPA-AHBHG0007866)	8/2017	Yes	No

Ex.	Objecting Parties' Exhibits – Description	Date	Stipulation to Authenticity and Admissibility?	Confidential Treatment Requested?
HH	Spanish Original of Joint Resolution 196 (PREPA- AHBHG0010148 – PREPA- AHBHG0010155)	1/26/18	Yes	No
II	AHG Informative Motion and Attached Exhibit (Dkt. 707)	2/14/18	Yes	No